

February 05, 2024

PRESS RELEASE FROM: Ontario Onsite Wastewater Association (OOWA)

Transition to Ontario Not-for-Profit Corporations Act (ONCA) New By-Law No.1 and Articles of Amendment

The Ontario Onsite Wastewater Association was established in 1999, and subsequently incorporated on November 15, 2001. The Ontario Not-for-Profit Corporations Act (ONCA) took effect on October 19, 2021 and nonprofit organizations who are subject to ONCA have until October 18, 2024 to adapt to the new legislation. Key items for OOWA include updating the Letters Patent (now called Articles of Amendment), the by-laws, and implementing the changes in governance, financial, and record keeping practices.

To feel confident in this endeavour, OOWA retained Karissa Ward, a partner at Wards Legal in Lindsay, ON to assist with the transition.

BACKGROUND:

The Chair has advised that the board of directors (the "**Board**") of the Corporation has determined that it is in the best interests of the Corporation to:

- A. Amend the existing by-laws of the Corporation (the "**By-law**") to transition the by-laws to align with the new *Ontario Not-for-Profit Corporations Act* ("**ONCA**") (the new "**Act**") and to make such other changes as determined by the Board to be in the best interests of the Corporation (the material changes of which have been reviewed with the membership);
- B. File Articles of Amendment pursuant to the provisions of the ONCA to:
 - i. transition the Corporation's constating documents to ONCA;
 - ii. set the number of directors as a minimum of 6 and a maximum of 15;
 - iii. amend the objects of the Corporation (the changes of which have been reviewed with the membership); and
 - iv. amend the special provisions of the Corporation to include the provisions as required by ONCA and otherwise recommended by the Board;

Several Motions for the approval of the new By-law No.1 and repeal of the existing By-laws have been drafted for review in advance of the Annual General Meeting, to be held at 4:15 p.m. on March 03, 2024 at Deerhurst Resort in Huntsville, ON. These motions are outlined below.

MOTIONS: For Approval of New By-law No. 1 and repeal of existing By-laws

On motion duly made, seconded and unanimously carried,
BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

By-Law No. 1, being an amended and restated by-law to regulate the affairs of the Corporation, previously approved by the directors of the Corporation and now submitted to this meeting in the form attached to these Minutes as Appendix A, be and the same is approved, adopted, sanctioned, and confirmed as the replacement By-Law No. 1 of the Corporation.

MOTIONS: For Approval of Articles of Amendment and Fixing Number of Directors:

Approve Articles of Amendment:

On motion duly made, seconded and unanimously carried,
BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

The Corporation's Letters Patent dated November 15, 2001, be amended by submission for filing of Articles of Amendment in substantially the form as set out in the draft Articles of Amendment attached as Appendix B hereto with notice of the special business to:

- i. transition the Corporation's constating documents to ONCA;
- ii. set the number of directors as a minimum of 6 and a maximum of 15;
- iii. amend the objects of the Corporation (the changes of which have been reviewed with the membership); and
- iv. amend the special provisions of the Corporation to include the provisions as required by ONCA and otherwise recommended by the Board;

Fixing Number of Directors

On motion duly made, seconded and unanimously carried,
BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

Effective upon issuance of Articles of Amendment of the Corporation, that the number of directors of the Corporation within the minimum and maximum numbers provided for in the Corporation's Articles will **be set at FIFTEEN (15)**

AND FURTHER, for each subsequent fiscal year, the Board is empowered to determine, by board resolution, the number of directors to hold office provided that number is within the authorized range set out in the Articles of Amendment.

OOWA's Governance Committee, along with Karissa Ward from Wards Legal, will host an information webinar via ZOOM on February 22, 2024 from 12:00 pm to 1:00 pm. This webinar provides the opportunity to review the changes in detail prior to the AGM. In consideration of a tight schedule at the Convention, we will NOT be reviewing the By-Law changes in detail at the AGM. If you seek clarification on the above noted changes or would like the opportunity to pose questions about said changes, please join us at the webinar. A Zoom link will be sent in advance of the webinar.

Sincerely,

Brenda Burrows-Rabb
OOWA Secretary

[\[Link to: Draft New By-Law No.1 \(PDF\)\]](#)

[\[Link to: Draft Articles of Amendment \(Word\)\]](#)